

**West Virginia School of Osteopathic Medicine  
Board of Governors – Regular Meeting  
Friday, March 29, 2024  
Location: Conference Center located in the  
WVSOM Student Center**

**I. Call to Order, Roll Call/Quorum, and Mission Statement**

The meeting was called to order at 10:03 a.m. by Board Chair, Dr. Belt. Roll call was taken by Board Secretary, Ms. Kirby. A quorum was present. The WVSOM mission statement was read by Board Vice Chair, Dr. Morgan.

**Members Present:**

Randall Belt, D.O., Chair	Robert Holstein, D.O. (teleconference)
Frederick Morgan, D.O., Vice Chair (teleconference)	Michael Muscari, D.O.
Marlena Kirby, Secretary	Gary Poling, D.O.
Thomas Cole	Erin Reese (teleconference)
Sharon Hall	Caitlyn Santer, D.O.

**Members Absent:**

Todd Smith, D.O.	Peter Ward, Ph.D.
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**Others in Attendance:**

James W. Nemitz, Ph.D., President	Debbie Green, Scribe/Board Liaison
Jeffrey Shawver, J.D., General Counsel	

**II. Introductions**

There were no introductions.

**III. Public Comment**

There were no public comments.

**IV. Approval of Minutes**

It was moved and seconded (Muscari/Hall) to approve the minutes of the January 25, 2024 regular meeting as presented. Motion Carried

It was moved and seconded (Hall/Muscari) to approve the minutes of the February 19, 2024 emergency meeting as presented. Motion Carried

**V. Agenda Order**

Chair Belt stated, for presentation purposes, a change would be made to the agenda order under Board Items (VIII.). The amended order of Board Items (VIII.) would be as follows: Admissions Update (VIII.C.), Robert C. Byrd Clinic Update (VIII.D.), Approval of Budget (VIII.A.), and Acceptance of Bid (VIII.D.). There were no objections to the proposed changes.

**VI. Rules**

Dr. Poling, Interim Chair of the Academic Committee, reported the committee reviewed the proposed policy revisions of the following policies and recommended the revised policies to the full board for approval.

- A. DO-04: Grading Scale *(revised)*
- B. DO-08: Academically at Risk *(revised)*
- C. DO-14: Promotion Requirement National Board Examination - Passage of COMLEX *(revised)*
- D. DO-20: Audit of Classes *(revised)*
- E. E-41: Faculty Recusal from Student Grading, Promotion, and Investigation *(revised)*

It was moved and seconded (Santer/Cole) to adopt the revisions of DO-04: Grading Scale; DO-08: Academically at Risk; DO-14: Promotion Requirement National Board Examination - Passage of COMLEX; DO-20: Audit of Classes; and E-41: Faculty Recusal from Student Grading, Promotion, and Investigation as presented. No questions or discussion followed.

Motion Carried

Ms. Kirby, Chair of the Institutional Policy Committee, reported the committee reviewed the proposed policy revisions of the following policies and recommended the revised policies to the full board for approval.

- F. GA-08: Drugs, Alcohol, Testing and Treatment Control *(revised)*
- G. GA-10: Standing Boards, Committees, or Councils *(revised)*

It was moved and seconded (Kirby/Cole) to adopt the revisions of GA-08: Drugs, Alcohol, Testing and Treatment and GA-10: Standing Boards, Committees, or Councils as presented. No questions or discussion followed.

Motion Carried

H. GA-31: Acceptable Use of IT Resources *(revised)*. Ms. Kirby reported the Institutional Policy Committee reviewed the proposed policy revisions for GA-31: Acceptable Use of IT Resources and recommended an amendment to the policy revisions.

Jeffrey Shawver, Vice President for Legal, Governmental & External Affairs, Chief Legal Officer & General Counsel, explained the proposed amendment. The Institutional Policy Committee recommended adding the language "or any replacement laptop" to 5.4.5 (i) and (iii) to provide clarity in case a student has replaced a WVSOM-issued laptop.

The Institutional Policy Committee recommended the revised policy including amendment to the full board for approval.

It was moved and seconded (Kirby/Cole) to adopt the revisions to GA-31: Acceptable Use of IT Resources as presented, including the additional amendment. No questions or discussion followed.

Motion Carried

- I. GA-33: Travel (*revised*). Chair Belt stated proposed revisions to Institutional Policy GA-33: Travel were posted for a 30-day comment period. The institution received a comment, which has been addressed through an administrative opinion which further clarified travel requirements, and circulated to the full board for review and consideration.

Ms. Kirby reported the Institutional Policy Committee reviewed the proposed policy revisions, including the public comment, administrative opinion, and additional clarification in the policy based on the public comment, and recommended the revised policy to the full board for approval. Questions and discussion followed.

It was moved and seconded (Kirby/Cole) to adopt the revisions of GA-33: Travel as presented. Motion Carried

## VII. Reports

- A. Chair of the Board of Governors. Chair Belt had no report.
  1. Committee Reports.
    - a. Academic Committee. Dr. Poling stated the Academic Committee had no further business.
    - b. Finance & Audit Committee. Ms. Hall, Chair of the Finance & Audit Committee, stated the committee reviewed several informational items including tuition comparison of in-state medical schools over the last 10 years, WVSOM Foundation market performance, historical withdraws of institutional funds from the WVSOM Foundation, an update of the Robert C. Byrd Clinic (RCBC), and possible changes of the Finance & Audit Committee meeting structure. The committee has endorsed the proposed institutional budget for FY 2024-2025 which will be presented to the full board for approval.
    - c. Institutional Policy Committee. Ms. Kirby stated the Institutional Policy Committee had no further business.
- B. President of WVSOM.
  1. Administration.
    - a. President's Update. President Nemitz provided an update on the following topics. The full report was placed in the board's Microsoft Teams account.
      - Legislative. President Nemitz stated WVSOM has received \$6 million in federal appropriations to be used toward the institution's research infrastructure. Other requests to be submitted include: a new federal appropriation request for \$3 million for campus facility renovations and an emergency federal funding request to repair the sinkhole near the testing center. At the end of the State's legislative session there was concern regarding potential payback of COVID funds which affected State budget negotiations and WVSOM's \$18.4 million appropriation request. A special State legislative session, in which appropriation requests will be addressed, is anticipated in May 2024. WVSOM will focus on deferred maintenance and revise its appropriation request for the special session. Of note, Governor Justice vetoed SB 714, the legislation which proposed combining the State's medical licensing boards.
      - Academics. WVSOM achieved a 100% residency placement rate. The Testing Center has opened for use, and a ribbon cutting ceremony will be planned.

WVSOM has collaborated with Marshall University to offer an M.P.H./D.O. dual degree. A Memorandum of Understanding signing event between WVSOM and Marshall is scheduled for April 11, 2024. Faculty continue to work on the new curriculum which will be implemented in July 2024, and recruitment continues for the inaugural class of the Masters of Science in Biomedical Sciences (MSBS) program.

- Research and Sponsored Programs. Extramural grants submitted since January 2024 totaled \$1,197,020.98. Extramural grants funded since January 2024 totaled \$14,000. Residents and students submitted a total of 40 research presentations at the WVSOM Mid-Winter Conference.
  - Detailed highlights of faculty, staff and students are located in the full report in the board's Microsoft Teams account.
  - Upcoming Events. President Nemitz highlighted several upcoming events including WVSOM's Graduation Ceremony, which will be on May 3, 2024, and the Alumni Association's Summer Seminar Continuing Medical Education Conference at Myrtle Beach, SC on June 5 – 8, 2024. In addition, former WVSOM Deans, Dr. Craig Boisvert and Dr. Lorenzo Pence, will receive awards at the upcoming American College of Osteopathic Family Physicians Conference in New Orleans on April 4 – 7, 2024.
  - Board Member Birthdays. Dr. Todd Smith's birthday was recognized.
- i. Strategic Planning Update. President Nemitz stated institutional strategic planning is ongoing, and board members were encouraged to participate in the video interviews with strategic planning consultant, Josh Mintz. The interview process with the Board and Governors and Senior Administration will be key in the creation of the draft strategic plan. After the initial interviews are complete, a survey will be developed and distributed to the WVSOM community in order to obtain input on the vision, mission and goals of the draft strategic plan.
  - ii. Foundation Update. President Nemitz stated two reports have been placed in the board's Microsoft Teams account for review. President Nemitz stated the following two significant estate gifts have been received recently: \$1.2 million from the Dr. Michael Pyles estate in Ohio and \$80,000 from the Dr. Kendall Wilson estate. The Student Government Association's Silent Auction held last fall during *The Wild West Benefit* raised \$9,300. These dollars, along with the funds raised from *The Wild West Benefit* reported at the January 25, 2024 board meeting, generated nearly \$79,000 to support student scholarships. The WVSOM Foundation has solicited to date \$314,000 toward the 2024 Maier Foundation Challenge. During the Spring Awards Ceremony, \$102,300 was awarded to 47 students in 29 categories. President Nemitz reviewed WVSOM Foundation salary dollars versus actual dollars raised which was requested at the January 25, 2024 board meeting. Questions and discussion followed.
2. Finance.
    - a. FY 2023-2024 Financial Update. Mr. David Meadows, Vice President for Finance & Facilities & Chief Financial Officer presented the financial statement ending February 29, 2024. Mr. Meadows stated WVSOM continues to remain on outstanding financial footing. Revenues are as anticipated and projected.

Expenditures are excellent against the board-approved budget. Mr. Meadows has no concerns with WVSOM's financial status at this time.

b. Facilities Update.

- i. Testing Center. Mr. Meadows stated employees moved into the Testing Center office space in early February 2024, and the inaugural exam was held on February 23, 2024 which was very successful.
- ii. Main Building Classroom #1 Renovation. Mr. Meadows stated the Main Building Classroom #1 will be renovated in order to support the new MSBS program. Two bids were received, and WVSOM will move forward with the lowest audiovisual and construction proposals. Contracts will be signed in early April 2024, and renovations will commence.

Questions and discussed followed regarding deferred maintenance projects due to water intrusion. Mr. Meadows stated bids have been received for deferred maintenance projects, and once architectural and engineering firms have been selected, renovations will begin.

**VIII. Board Items**

- A. Admissions Update. Dr. Linda Boyd, Vice President for Academic Affairs and Chief Academic Officer, and Ronnie Collins, Executive Director of Enrollment Management, presented an overview of admissions data comparing this year versus last year. To date, a total of 235 students have paid both first and second deposits, and 48 of those students are from West Virginia. Total applications have decreased, which is a national trend that was discussed at the January 25, 2024 board meeting. Mr. Collins also reviewed the metrics of the incoming class compared to last year's class.

Questions and discussion followed regarding deposit amounts and deadlines. Mr. Collins stated the American Association of Colleges of Osteopathic Medicine (AACOM) sets the annual deposit deadlines with the first being due on December 14 and the second being due on March 15. The deposit amount is set by individual osteopathic schools and not mandated by AACOM. Mr. Collins stated that 14 schools (12 in state and 2 out of state) currently participate in WVSOM's Pre-Osteopathic Medical Program (POMP). The POMP program has been an effective pipeline tool for admissions as evidenced by 16 students in the current class versus 9 students in last year's class.

- B. Robert C. Byrd Clinic (RCBC) Update. Dr. Drema Hill, Vice President for Community Engagement & Chief Operational Officer, stated the objectives of the RCBC presentation would be to review progress according to the timeline that was presented at the January 25, 2024 board meeting; to focus on results; to provide an RCBC financial update; to receive input from the Board of Governors; and to answer questions. Presentations were placed in the board's Microsoft Teams account.

Dr. Hill stated her work as interim CEO and Mr. Meadow's work as interim CFO at RCBC began February 12, 2024, and she highlighted the major accomplishments to date including creating a more transparent organizational structure by providing regular updates to RCBC staff and providers, as well as, creating an action team to assist in the process of planning

the restructure. The RCBC Board of Directors (BOD) is in the process of updating its bylaws as recommended. Additionally, clinic positions have been reviewed. Some positions were removed from payroll based on productivity measures or changed to grant-funded positions, which will provide a reduction in payroll expenses. RCBC billing practices and reimbursement rates have been reviewed, and it has been decided that billing will be outsourced to Coronis, a medical billing service. Major challenges that confront RCBC include: recognizing a lag in reimbursement as Coronis is implemented, renegotiating RCBC's insurance reimbursement rates, analyzing scheduling procedures to maximize care and reimbursement, developing a sliding fee scale, and addressing nurse recruitment and retention.

Questions and in-depth discussion followed. Ms. Hall stated she was very impressed with the progress achieved in a short amount of time.

Next, Mr. Meadows provided a financial update on RCBC. Mr. Meadows has conducted a detailed analysis on cash flow challenges beginning in July 2022 and has finalized draft #2 of a FY 2024-2025 RCBC budget. Mr. Meadows plans to present the draft budget to the RCBC BOD for approval in May 2024. The draft budget includes the creation of cost centers with revenue and expense assumption. During his analysis, Mr. Meadows discovered that cash flow challenges coincided with the use of one-time COVID and other provider relief funding on a regular basis for operational, recurring needs. It should also be noted that the RCBC used its \$250,000 line of credit to fund payroll in the fall of 2023. As of July 1, 2024, payroll savings of \$50,000/per month is projected. Mr. Meadows stated it is absolutely critical to position RCBC to immediately begin to create financial reserves.

Mr. Meadows stated in order to improve the financial outlook of RCBC, he recommends the following items for board approval: 1) that WVSOM reassume the cost of RCBC utilities totaling \$216,000 during FY 2024-2025, and 2) that WVSOM increase the current clinical teaching contract by \$75,000 annually due to inflationary costs.

Questions and discussion followed regarding the financial recommendations. In order to remain updated on matters of the RCBC BOD, Dr. Poling requested the following at future Board of Governors meetings: that an RCBC BOD member attend, and that an RCBC budget document be provided. Mr. Meadows stated that as of June 30, 2024, RCBC will owe WVSOM \$2.2 million for practice plan expenses. Mr. Meadows is hopeful the RCBC will begin repayment of the \$2.2 million on a recurring basis beginning July 1, 2025 after RCBC is more financially stable. Ms. Kirby had two requests of Mr. Meadows: 1) that a total be provided at the June 21, 2024 board meeting of the entire amount that WVSOM will incur financially in order to assist RCBC from December 28, 2023 to July 1, 2025, and 2) that future updates be provided detailing the amount WVSOM is projected to incur until financial assistance is no longer needed by RCBC.

Additional discussion continued regarding how RCBC is retaining patients and ensuring patient satisfaction. Ms. Hall suggested reviewing quality metrics in addition to financial metrics. Dr. Hill stated she is committed to improving scheduling practices at RCBC so patients are able to be seen in a timely manner when they are ill.

It was moved and seconded (Hall/Muscari) to approve the following funding recommendations: 1) WVSOM will reassume the cost of RCBC utilities totaling \$216,000

during FY 2024-2025, and 2) WVSOM will increase the current clinical teaching contract by \$75,000 annually due to inflationary costs. Questions and discussion followed.

Motion Carried

- C. Approval of Budget FY 2024-2025. Mr. Meadows presented the proposed operating budget for FY 2024-2025. No changes have been made to the budget proposal since the January 25, 2024 board meeting. The Finance Committee has endorsed the proposal which includes a 5% tuition increase for all WVSOM students and a 1.5% salary increase for all WVSOM employees.

It was moved and seconded (Hall/Muscari) to approve Budget FY 2024-2025 as presented. Questions and discussion followed.

Motion Carried

In addition to approval of Budget FY 2024-2025, Mr. Meadows is seeking approval of the following two budget resolutions for FY 2024-2025.

1. Resolution to provide a \$2,905.50 or 1.5% salary increase to all WVSOM employees, including the President employed as of June 30, 2024, whichever is the greatest benefit to the employee, with an effective date of July 1, 2024.
2. Resolution to provide up to \$100,000 for equity adjustments as identified by Human Resources and approved by the President.

It was moved and seconded (Cole/Kirby) to approve the following resolutions for Budget FY 2024-2025 as presented: 1) to provide a \$2,905.50 or 1.5% salary increase to all WVSOM employees, including the President employed as of June 30, 2024, whichever is the greatest benefit to the employee, with an effective date of July 1, 2024, and 2) to provide up to \$100,000 for equity adjustments as identified by Human Resources and approved by the President. Questions and discussion followed.

Motion Carried

- D. Acceptance of Architectural/Engineering Services Bid for Science Building Project. Mr. Meadows conducted a request for proposal process to identify architectural and engineering services for the Science Building project. Eight proposals were received and three on-campus interviews were completed. Mr. Meadows is recommending contract signature with Edward Tucker Architecture from Huntington, WV. Early project planning is scheduled to begin in April 2024 with a projected August 2026 completion date.

It was moved and seconded (Cole/Hall) to approve the resolution to negotiate agreement with Edward Tucker Architecture Inc., in an amount not to exceed 8.5% (currently \$1.9 million) of the construction budget, currently estimated at \$23 million (subject to change) for architectural and engineering services necessary to complete the Fredric W. Smith Science Building renovation project, as well as supplemental and reimbursable expenses not to exceed \$150,000, as presented. Questions and discussion followed.

Motion Carried

## IX. Board Education

- A. Campus Self-Defense Act (Campus Carry). Jeffrey Shawver, J.D., Vice President for Legal, Governmental & External Affairs/Chief Legal Officer & General Counsel presented a PowerPoint presentation on the Campus Self-Defense Act in order to educate the Board of Governors on the details of the legislation which goes into effect July 1, 2024. Mr. Shawver

stated a policy regarding campus exclusions to the Campus Self-Defense Act will be presented to the board for approval either at a special meeting in May 2024 or at the June 21, 2024 regular board meeting. The West Virginia Legislature passed the legislation in 2023 which mandates institutions of higher education to allow a person, with a current and valid concealed carry permit, to carry a concealed pistol or revolver on the campus and in the buildings of a state institution of higher education, except in areas restricted by the institution. The legislation was an unfunded mandate passed by the State Legislature. Mr. Shawver has been working with other higher education institutions throughout West Virginia in order to ensure WVSOM is compliant as of the July 1, 2024 effective date. Mr. Shawver reviewed the details of the legislation, exclusions on the campus of WVSOM, security enhancements, and guidelines to follow in order to ensure the campus community feels safe. Mr. Shawver stated educational, town hall-style meetings have been held with staff and students in March and April 2024. Additionally, several active shooter training sessions will be offered to the campus community in spring and summer 2024.

Questions and discussion followed.

The one-half hour board education held today will be submitted to the West Virginia Higher Education Policy Commission toward training credit hours required for the Board of Governors.

**X. Information Gathering**

No items were brought forth.


**XI. Next Meeting Date**

The next scheduled board meeting will be held Friday, April 26, 2024 at 10:00 a.m. via teleconference to approve the graduates.

**XII. Adjournment**

It was moved and seconded (Cole/Muscari) to adjourn. The motion carried, and the board meeting adjourned at 1:21 p.m.

Approved on April 26, 2024

DocuSigned by:  
  
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Marlena R. Kirby  
Secretary  
/dg